Savannah, TN—Savannah-Hardin County, VOR/DME Rwy 18, Amdt. 2
Lynchburg, VA—Lynchburg Muni-Preston Glenn Field, VOR Rwy 3, Amdt. 9
Baraboo, WI—Baraboo Wisconsin Dells, VOR-A, Amdt. 8
Prairie du Chien, WI—Prairie du Chien Muni, VOR/DME Rwy 29, Amdt. 3

. . . Effective December 25, 1980

Riverside, CA—Riverside Muni, VOR-A, Amdt. 4
Riverside, CA—Riverside Muni, VOR Rwy 9, Amdt. 9
New Haven, CT—Tweed-New Haven, VOR Rwy 2, Amdt. 17
New Haven, CT—Tweed-New Haven, VOR Rwy 20, Amdt. 2
Newburgh, NY—Stewart, VOR Rwy 16, Amdt. 2
Newburgh, NY—Stewart, VOR Rwy 27, Amdt. 2

. . . Effective November 19, 1980

Atlantic City, NJ—Atlantic City Muni/Bader Field, VOR-A, Amdt. 1

2. By amending § 97.25 SDF-LOC-LDA SIAPs identified as follows:

. . . Effective January 22, 1981

Denver, CO—Stapleton Intl, LOC/DME BC Rwy 17R, Amdt. 15
Terre Haute, IN—Hulman Field, LOC BC Rwy 23, Amdt. 14
Clarksville, TN—Outlaw Field, LOC Rwy 34, Amdt. 2

. . . Effective December 25, 1980

Nashua, NH—Boire Field, LOC Rwy 14, Original, cancelled
Gillette, WY—Gillette-Campbell County, LOC Rwy 33, Original

3. By amending § 97.27 NDB/ADF SIAPs identified as follows:

. . . Effective January 22, 1981

Tampa, FL—Peter O. Knight, NDB Rwy 3, Amdt. 9
Algona, IA—Algona Muni, NDB Rwy 12, Amdt. 2
Bloomfield, IA—Bloomfield Muni, NDB Rwy 36, Amdt. 1
Boone, IA—Boone Muni, NDB Rwy 14, Amdt. 5
Boone, IA—Boone Muni, NDB Rwy 32, Amdt. 1
Charles City, IA—Charles City Muni, NDB Rwy 12, Amdt. 7
North Vernon, IN—North Vernon, NDB Rwy 5, Amdt. 2
Wellington, KS—Wellington Muni, NDB Rwy 17, Original
Bastrop, LA—Morehouse Memorial, NDB Rwy 34, Amdt. 2
Beverly, MA—Beverly Muni, NDB-A, Amdt. 7
Fitchburg, MA—Fitchburg Muni, NDB-A, Amdt. 7
Duluth, MN—Duluth Intl, NDB Rwy 9, Amdt. 19
Alamogordo, NM—Alamogordo-White Sands Regional, NDB Rwy 3, Original
Elmira, NY—Chemung County, NDB Rwy 24, Amdt. 9
Monticello, NY—Sullivan County Int'l, NDB Rwy 15, Amdt. 3
Ponca City, OK—Ponca City Muni, NDB Rwy 35, Original
Allentown, PA—Allentown-Bethlehem-Easton, NDB Rwy 6, Amdt. 16
Clarksville, TN—Outlaw Field, NDB Rwy 16, Amdt. 4
Clarksville, TN—Outlaw Field, NDB Rwy 34, Amdt. 2
Savannah, TN—Savannah-Hardin County, NDB Rwy 36, Amdt. 3
Houston, TX—Baytown, NDB Rwy 13, Original
Houston, TX—Baytown, NDB Rwy 31, Amdt. 1
Mexia, TX—Mexia-Limestone County, NDB-A, Amdt. 1
Midland, TX—Midland Regional, NDB Rwy 10, Amdt. 8

. . . Effective December 25, 1980

Millinocket, ME—Millinocket Muni, NDB Rwy 29, Original
Newburgh, NY—Stewart, NDB Rwy 9, Amdt. 3

4. By amending § 97.29 ILS-MLS SIAPs identified as follows:

. . . Effective January 22, 1981

Denver, CO—Stapleton Intl, ILS/DME Rwy 17L, Amdt. 2
Marthas Vineyard, MA—Marthas Vineyard, ILS Rwy 24, Amdt. 5
Duluth, MN—Duluth Intl, ILS Rwy 9, Amdt. 14
Duluth, MN—Duluth Intl, ILS Rwy 27, Amdt. 3
Midland, TX—Midland Regional, ILS Rwy 10, Amdt. 11
San Antonio, TX—San Antonio Intl, ILS Rwy 30L, Amdt. 5
Lynchburg, VA—Lynchburg Muni-Preston Glenn Field, ILS Rwy 3, Amdt. 10
Olympia, WA—Olympia, ILS Rwy 17, Amdt. 7

. . . Effective December 25, 1980

Livermore, CA—Livermore Muni, ILS Rwy 25, Original
Marysville, CA—Yuba County, ILS Rwy 14, Original
Riverside, CA—Riverside Muni, ILS Rwy 9, Amdt. 4
New Haven, CT—Tweed-New Haven, ILS Rwy 2, Amdt. 8
Nashua, NH—Boire Field, ILS Rwy 14, Original
McMinnville, OR—McMinnville Muni, ILS Rwy 22, Original

. . . Effective November 27, 1980

Chino, CA—Chino, ILS Rwy 26, Amdt. 1

5. By amending § 97.31 RADAR SIAPs identified as follows:

. . . Effective January 22, 1981

Tampa, FL—Peter O. Knight, RADAR-1, Amdt. 3
Houston, TX—Baytown, RADAR-1, Amdt. 1

. . . Effective January 8, 1981

Saginaw, MI—Tri-City, RADAR-1, Amdt. 5

6. By amending § 97.33 RNAV SIAPs identified as follows:

. . . Effective January 22, 1981

Wichita, KS—Beech Factory, RNAV Rwy 18, Amdt. 3
Wichita, KS—Beech Factory, RNAV Rwy 36, Amdt. 5
Wichita, KS—Cessna Acft Field, RNAV Rwy 17L, Amdt. 1
Wichita, KS—Cessna Acft Field, RNAV Rwy 35R, Amdt. 1
Bay St. Louis, MS—Stennis International, RNAV Rwy 17, Amdt. 2

(Secs. 307, 313(a), 601, and 1110, Federal Aviation Act of 1958 (49 U.S.C. 1348, 1354(a), 1421, and 1510); Sec. 6(c), Department of Transportation Act (49 U.S.C. 1655(c)); and 14 CFR 11.49(b)(3))

Note.—The FAA has determined that this document involves a regulation which is not significant under Executive Order 12044, as implemented by DOT Regulatory Policies and Procedures (44 FR 11034; February 26, 1979). Since this regulatory action involves an established body of technical requirements for which frequent and routine amendments are necessary to keep them operationally current and promote safe flight operations, the anticipated impact is so minimal that this action does not warrant preparation of a regulatory evaluation.

Issued in Washington, D.C., on December 5, 1980.

John S. Kern,

Chief, Aircraft Programs Division.

Note.—The incorporation by reference in the preceding document was approved by the Director of the **Federal Register** on May 12, 1969.

[FR Doc. 80-38342 Filed 12-10-80; 8:45 am]

BILLING CODE 4910-13-M

FEDERAL TRADE COMMISSION

16 CFR Part 13

[Docket No. 9108]

E. I. du Pont de Nemours & Co.; Prohibited Trade Practices, and Affirmative Corrective Actions

AGENCY: Federal Trade Commission.

ACTION: Final order.

SUMMARY: This order sustains the initial decision of the Administrative Law Judge and dismisses the Complaint issued April 5, 1978 charging a Wilmington, Del. chemical manufacturer with attempting to monopolize the domestic titanium dioxide market. The Commission holds that since the conduct of the company was "consistent with its own technological capacity and market opportunities," it was "reasonable" and not a violation of law.

DATES: Complaint issued April 5, 1978. Final order issued October 20, 1980.[1]

[1] Copies of the Complaint, Initial Decision, Opinion, and Appendices and Final Order filed with the original document.

FOR FURTHER INFORMATION CONTACT: FTC/C, E. Perry Johnson, Washington, D.C. 20580. (202) 523–3601.

SUPPLEMENTARY INFORMATION: In the Matter of E. I. du Pont de Nemours & Co., a corporation.

(Sec. 6, 38 Stat. 721; (15 U.S.C. 46). Interprets or applies sec. 5, 38 Stat. 719, as amended; (15 U.S.C. 45))

The final order is as follows:

This matter has been heard by the Commission upon the appeal of complaint counsel from the initial decision and upon briefs and oral argument in support of and in opposition to the appeal. For the reasons stated in the accompanying Opinion, the Commission has determined to sustain the initial decision. Complaint counsel's appeal is denied. Accordingly,

It is ordered, That the complaint is dismissed.

By direction of the Commission.

Loretta Johnson,

Acting Secretary.

[FR Doc. 80–38365 Filed 12–10–80; 8:45 am]

BILLING CODE 6750–01–M

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 240

[Release Nos. 33–6268; 34–17353; and IC–11475]

Filing and Disclosure Requirements Relating to Beneficial Ownership

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Commission announces the adoption of an amendment to Rule 13d–2(a) pertaining to the requirements for the filing of amendments to Schedule 13D. Schedule 13D specifies the information required to be included in reports of beneficial ownership filed pursuant to Rule 13d–1(a). This amendment removes the availability of an exception to the requirement for filing an amendment under Rule 13d–2(a), which provided that an amendment would not be required if the acquisition of shares of a class, together with all other acquisitions during the preceding twelve months, did not exceed two percent of that class. This is necessary to close a disclosure gap in the beneficial ownership reporting requirements.

EFFECTIVE DATE: January 12, 1981.

FOR FURTHER INFORMATION CONTACT: Prior to the effective date of the rule contact W. Scott Cooper (202–272–2589), Office of Disclosure Policy; thereafter, contact Joseph G. Connolly, Jr. (202–272–3097) or David B. Myatt (202–272–2707), Office of Tender Offers, Division of Corporation Finance, Securities and Exchange Commission, 500 North Capitol Street, NW., Washington, D.C. 20549.

SUPPLEMENTARY INFORMATION: The Securities and Exchange Commission today announced the adoption of an amendment to Rule 13d–2(a) (17 CFR 240.13d–2(a) under the Securities Exchange Act of 1934 (the "Exchange Act") (15 U.S.C. 78a et seq. (1976 and Supp. I 1977)). Rule 13d–2(a) sets forth the requirements for the filing of amendments to reports of beneficial ownership filed on Schedule 13D (17 CFR 240.13d–101). This amendment of Rule 13d–2(a) removes the availability of an exception to requirements for the filing of amendments previously available for an acquisition which, when taken together with all other acquisitions during the preceding twelve months, did not exceed two percent of the class. This action is a result, in part, of the Commission's ongoing examination of the beneficial ownership reporting requirements which was conducted in connection with the Commission's report to Congress pursuant to Section 13(h) of the Exchange Act.[1]

The amendment of Rule 13d–2(a) is based on the proposal as published for comment on April 16, 1980,[2] the comment received and the Commission's experience.

I. Background

As part of the Williams Act,[3] Pub. L. No. 90–439, 82 Stat. 454 (1968), Congress added Section 13(d) to the Exchange Act. Generally, Section 13(d)(1) and Rule 13d–1(a) (17 CFR 240.13d–1(a)) adopted thereunder require a report by any person (or group of persons) who, as a result of an acquisition, becomes the beneficial owner of more than five percent of certain classes of equity securities of certain issuers. The report, which is to be filed with the Commission, sent to the issuer and sent to any national securities exchange where the security is traded, is required to contain, among other things, information concerning the acquiring person, the nature of the beneficial ownership disclosed, the source and amount of funds used in the acquisition, the number of shares beneficially owned and any contracts or understandings with respect to any securities of the subject company.[4] The legislative history of that section indicates that it was intended to provide information to the public and the affected issuer about rapid accumulations of its equity securities by persons who would then have the potential to change or influence control of the issuer.[5]

Section 13(d)(2) of the Exchange Act provides that if a material change occurs in the information set forth in the report, an amendment shall be filed with the Commission and sent to the issuer and to any exchange in accordance with such rules and regulations as the Commission may prescribe. Rule 13d–2 (17 CFR 240.13d–2) as originally adopted implemented the authority under Section 13(d)(2) by merely re-stating the statutory requirements. In 1978, Rule 13d–2 was amended by Release No. 34–14692, April 21, 1978 (43 FR 18484), which established Regulation 13D–G and new Rule 13d–2 for the filing of amendments to Schedule 13D and Schedule 13G (17 CFR 240.13d–102). Rule 13d–2(a) provides that if a material change occurs in the information set forth in a statement required in Rule 13d–1(a), including but not limited to an increase or decrease in the percentage of the class beneficially owned, the person who was required to report shall file and send an amendment disclosing the changes. Under Rule 13d–2(a), an acquisition or disposition of beneficial ownership of securities in an amount equal to one percent of more of the class of securities is deemed to be "material" for the purposes of this rule, but acquisitions or dispositions of less than such amount may be material, depending upon the facts and circumstances. The next-to-last sentence of Rule 13d–2(a) provides, however, that the requirement that an amendment be filed with respect to an acquisition which materially increases the percentage of the class beneficially owned shall not apply if such acquisition is exempted by Section 13(d)(6)(B) of the Exchange Act.

New Rule 13d–2(a) reversed and at the same time incorporated certain interpretive positions taken by the staff of the Commission. First, the Commission reversed a position previously taken whereby each acquisition made after the five percent

[1] The report of the Commission pursuant to Section 13(h) was submitted to Congress on June 27, 1980.

[2] Release No. 34–16748 (45 FR 27781).

[3] Sections 13(d), 13(e), 14(d), 14(e), and 14(f) of the Exchange Act.

[4] The specific disclosure requirements are set forth in Schedule 13D.

[5] S. Rep. No. 550, 90th Cong., 1st Sess. 7 (1967); H.R. Rep. No. 1711, 90th Cong., 2d Sess. 8 (1968); *see also* Hearings on S. 510. Before the Subcomm. on Securities of the Senate Comm. on Banking and Currency, 90th Cong., 1st Sess. (1967).

threshold was exceeded, no matter how small, was viewed as triggering a new filing requirement under Section 13(d)(1) to be satisfied by the filing of an original Schedule 13D.[6] The position was reversed because the Commission believed that the burden of filing a Schedule 13D is not justified with respect to the acquisition or disposition of an immaterial amount of stock.[7] Second, prior interpretative positions were incorporated and made clear by including in Rule 13d–2(a) the provisions which excepted less than two percent acquisitions from the amendment requirements pursuant to Section 13(d)(6)(B).[8]

Section 13(d)(6)(B) states that the provisions of Section 13(d) shall not apply to any acquisition of the beneficial ownership of a security which, together with all other acquisitions by the same person of the securities of the same class during the preceding twelve months, does not exceed 2 percent of that class. This exemption is based on the belief that slow acquisitions totalling less than two percent within a twelve month period are unlikely to affect control.[9] This exemption operates on a rolling twelve-month basis, that is, for any acquisition to be exempt under Section 13(d)(6)(B) from the reporting obligation, it must, when taken together with all other acquisitions of beneficial ownership by the same person of securities of the same class during the preceding twelve months, not exceed two percent of the class.

II. Discussion

Of the six comment letters [10] received, three commentators agreed with the Commission's belief that acquisitions of less than two percent may be material and, if so, an amendment of the previously filed Schedule 13D should be required. Two of these commentators suggested that the Commission take additional steps in connection with the alteration of the requirements for the filing of amendments to Schedule 13D. One suggestion was that the Commission add a note to Rule 13d–2(a) that would indicate that in the opinion of the Commission the exemption in Section 13(d)(6)(B) of the Exchange Act does not apply to the amendment requirements. This suggestion was based upon a concern that the differences in requirements between Section 13(d)(6)(B) and the rule as amended may be a source of confusion in the future. The other suggestion was to limit the effect of the amendment by revising the rule to require an amendment for an acquisition of one percent or more only if either (1) such acquisition, when coupled with acquisitions during the preceding twelve months, exceeds two percent of the class or (2) such acquisition is otherwise material under all facts and circumstances.

Two commentators opposed the elimination of this provision from Rule 13d–2(a). Their opposition was based on the view that the legislative history and the statutory language indicates that Section 13(d)(6)(B) applies to Section 13(d)(2) and the rules adopted thereunder. Moreover, these commentators questioned whether the Commission could utilize Section 13(g) to accomplish this amendment, and one commentator suggested that the Commission request additional legislation to close this gap.

The Commission believes, however, that Section 13(d)(6)(B) does not apply to the amendment requirements of Section 13(d)(2), and that the exemption under 13(d)(6)(B) conflicts with the requirement under Section 13(d)(2) for an amendment if a material change occurs within the facts set forth in a report filed under Section 13(d). Thus, the Commission believes it is no longer appropriate to interpret Section 13(d)(6)(B) as creating an exemption from Section 13(d)(2). Section 13(d)(2) imposes additional obligations on a person who is already within the beneficial ownership reporting system under Section 13(d). Section 13(d)(6)(B), by its terms, exempts from the beneficial ownership reporting system any person whose acquisitions are covered by its provisions. The contradication in these provisions lies in the fact that even though a person already within the reporting system has an obligation to amend a statement pursuant to Section 13(d)(2), Section 13(d)(6)(B) would exempt those additional acquisitions from the reporting system. However, the apparent contradiction can be resolved by resort to the legislative history of the Williams Act. The section-by-section summaries of the Williams Act in both House and Senate Reports state that the exemption presently found in Section 13(d)(6)(B) was to be from the filing requirements of Section 13(d)(1), and no mention is made of the amendment provisions of Section 13(d)(2).[11]

In addition, this interpretation comports with the Congressional purpose behind the statutory requirements. Section 13(d) was enacted to require disclosure of information by persons who have acquired a substantial interest, or increased their interest in the equity securities of a company by a substantial amount, within a relatively short period of time.[12] The focus was on the potential to influence control of the company by the acquisition of an equity interest of more than 5 percent of the company.[13] The two percent exemption in Section 13(d)(6)(B) provides definition to what would not be considered a rapid accumulation of an interest in the company. The two percent exemption should therefore not apply to amendments, because by acquiring five percent beneficial ownership the person has already acquired an interest in the company which has the potential to influence control of the company.[14] Moreover, an exception in the amendment requirements for acquisitions of less than two percent would have the effect of masking an acquisition which may indeed be material and important to the market, the company and its shareholders.[15]

Furthermore, the provision as it now stands creates an inappropriate gap in the comprehensive disclosure system of beneficial ownership. An acquisition of less than 2 percent during succeeding twelve month periods for a number of years could substantially increase the ownership of a particular person

[6] No-action letters: Gerald F. Fisher, Swiss Re Holding (North America) Inc., dated August 26, 1976; James E. Christensen of Law, Weathers, Richardson & Dutcher, dated January 13, 1976; and Wilbur C. Leonard, Esq., dated March 12, 1973.

[7] Release No. 34–14692, *supra*.

[8] No-action letter: James E. Christensen of Law, Weathers, Richardson & Dutcher, dated January 13, 1976.

[9] Comment, *Section 13(d) and Disclosure of Corporate Equity Ownership*, 119 U. Pa. L. Rev. 853, 865 (1971).

[10] One of the six commentators submitted a letter which argued against a change in the amendment requirements of Schedule 13G, which was not the subject of this rulemaking proceeding.

[11] H.R. Rep. No. 1711, 90th Cong., 2nd Sess., 9 (1968). S. Rep. No. 550, 90th Cong., 1st Sess. 8 (1967). This treatment of Section 13(d)(6)(B) must be compared with the treatment in the legislative history of the comparable exemption to Section 14(d). The same Senate and House reports, listed above, stated in the section-by-section summaries that Section 14(d)(8)(A) provides an exemption from all of Section 14(d).

[12] H.R. Rep. No. 1711, *supra*, at 8. S. Rep. No. 550, *supra*, at 7.

[13] Comment, *Section 13(d) and Disclosure of Corporate Equity Ownership*, *supra*, at 858.

[14] The lowering of the reporting threshold from ten to five percent for Section 13(d) was justified on the grounds that an investment of between five and ten percent of the securities of a company can have a significant impact on the public market for that company's stock, and shareholders are entitled to full disclosure when over five percent of the company's stock has been acquired. S. Rep. 91–1125, 91st Cong., 2d. Sess. 3 (1970).

[15] For example, an acquisition of 0.5% of the securities of a company within a twelve month period which increases the beneficial ownership of a particular person from 49.9% to 50.4% while presently excepted from disclosure would be a material event.

without a requirement for disclosure of that increased ownership. This result is contrary to the intent of Congress as evidenced by the enactment of Section 13(g) of the Exchange Act in 1977 [16] which was designed to close inappropriate and anomalous gaps in the legislative scheme of disclosure under the Exchange Act and result in across-the-board disclosure essential to a cohesive and comprehensive reporting system.[17] The exemptions or gaps that Section 13(g) was to delete in the development of a comprehensive disclosure system were primarily those exemptions from Section 13(d) for persons who had acquired their interests before 1970 and persons who had acquired an interest of more than five percent through acquisitions of less than two percent within any twelve month period. In the Commission's view, it is anomalous to require material amendments from persons whose acquisitions were deemed to be unlikely to affect control [18] and at the same time to except from the reporting requirements information concerning acquisitions of a similar size by persons whose ownership has already reached a level which has the potential to influence control of the issuer.

The Commission believes that Sections 13(g)(1)(B) and 13(g)(2) of the Exchange Act provide a separate and independent basis of authority to require the reporting of any increase in ownership, whether above or below the two percent level. Section 13(g) was enacted to supplement the statutory scheme by providing legislative authority for certain additional disclosure requirements that in some cases could not be imposed administratively.[19] The broad authority under Section 13(g) was to be implemented by requiring a short statement detailing relevant ownership information [20] without extensive historical ownership and transaction information.[21] Under Section 13(g), the Commission has the authority to specify the frequency of reports and the events which trigger reporting. The results of the enactment of Section 13(g) was intended to be across-the-board disclosure esstential ot a cohesive and comprehensive reporting system.[22] Thus, the Commission believes that Section 13(g) would provide authority to require the reporting of an increase in beneficial ownership, which would currently be exempted from the amendment requirements under Rule 13d–2(a), at whatever frequency and upon whatever events the Commission would deem necessary and appropriate. Consistent, however, with the direction in Section 13(g)(5),[23] the Commission believes that it is more appropriate to require this reporting by amendment to Schedule 13D rather than on Schedule 13G, because this approach will foster the development of a comprehensive reporting system while avoiding duplicative reporting requirements.[24]

Under this amendment to Rule 13d–2(a), the requirement to amend Schedule 13D will be governed by the materiality standards for acquisitions or dispositions set forth in Rule 13d–2(a). Thus, an acquisition or disposition of more than one percent will be presumed to be material and an amendment will be required to be filed promptly. Moreover, an acquisition or disposition of less than one percent, depending upon the facts and circumstances, may be deemed to be material. In contrast to the previous interpretative position incorporated into the present Rule 13d–2(a), the exemption under Section 13(d)(6)(B) would not apply to the amendment requirements.

[16] Sections 13(g) was added to the Exchange Act by the Domestic and Foreign Investment Improved Disclosure Act of 1977, Pub. L. No. 95–213, § 203, 91 Stat. 1499. Section 13(g)(1) requires any person owning beneficially more than five percent of Section 13(d) securities to file with the Commission a short statement detailing relevant ownership information and to transmit such ownership statement to the issuer.

[17] S. Rep. No. 95–114, 95th Cong., 1st Sess. 6 (1977).

[18] Section 13(g)(2) governs amendments to reports filed under Section 13(g) and is substantially the same as Section 13(d)(2), but Section 13(g) has no provision analogous to Section 13(d)(6)(B). Rule 13d–2(b) (17 CFR 240.13d–2(b)) adopted under Section 13(g)(2) requires an annual amendment to Schedule 13G and has no exception for acquisitions exempted by Section 13(d)(6)(B).

[19] S. Rep. No. 114, 95th Cong., 1st Sess. 13 (1977).

[20] *Id.*

[21] H.R. Rep. No. 95–831, 95th Cong., 1st Sess. 14 (1977); 123 Cong. Rec. S14902 (daily ed. December 6, 1977) (remarks of Senator Tower).

[22] 123 Cong. Rec. S19400 (daily ed. December 6, 1977) (remarks of Senator Williams).

[23] Section 13(g)(5) directs the Commission in exercising its authority under Section 13(g) to take such steps as it deems necessary or appropriate in the public interest or for the protection of investors to avoid unnecessarily duplicative reporting by and minimize the compliance burdens on persons required to report.

[24] It should be noted that an amendment to a statement filed on Schedule 13D is required to be filed promptly after the event which triggers the amendment requirement, but initial statements or amendments to a statement filed on Schedule 13G are required to be filed within 45 days of the end of the calendar year. As a result of requiring the reporting of the information currently excepted by the provisions of Rule 13d–2(a) as an amendment to a statement filed on Schedule 13D, the frequency of the amendments will be greater than would have been required if the provisions for the reporting of this information had become part of the rules as currently adopted by the Commission for the filing of statements on Schedule 13G. The Commission believes that this differing treatment is appropriate, because the persons who would be subject to reporting under this change in the amendment requirements have acquired their substantial interest in the securities of the issuer within a relatively shorter period of time than persons who would be required to file on Schedule 13G pursuant to Rule 13d–1(c).

III. Text of Amendment

17 CFR Part 240 is amended by amending paragraph (a) of § 240.13d–2 as follows:

PART 240—RULES AND REGULATIONS UNDER THE SECURITIES EXCHANGE ACT OF 1934

§ 240.13d–2 Filing of Amendments to Schedules 13d or 13g.

(a) Schedule 13D—If any material change occurs in the facts set forth in the statement required by Rule 13d–1(a) (§ 240.13d–1(a)), including, but not limited to, any material increase or decrease in the percentage of the class beneficially owned, the person or persons who were required to file such statement shall promptly file or cause to be filed with the Commission and send or cause to be sent to the issuer at its principal executive office, by registered or certified mail, and to each exchange on which the security is traded an amendment disclosing such change. An acquisition or disposition of beneficial ownership of securities in an amount equal to one percent or more of the class of securities shall be deemed "material" for purposes of this rule; acquisitions or dispositions of less than such amounts may be material, depending upon the facts and circumstances. Six copies of each such amendment shall be filed with the Commission.

* * * * *

(Sec. 2, 82 Stat. 454; sec. 1, 84 Stat. 1497; secs. 202, 203, 91 Stat. 1494, 1498, 1499; (15 U.S.C. 78m(d), 78m(g)))

Statutory Authority

The Commission hereby amends Rule 13d–2(a) pursuant to Section 13(d) and Section 13(g) the Exchange Act.

By the Commission.

George A. Fitzsimmons,

Secretary.

December 4, 1980.

[FR Doc. 80-38538 Filed 12-10-80; 8:45 am]

BILLING CODE 8010-01-M

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17 CFR Part 241

[Release No. 34-17354]

Interpretative Release Relating to Beneficial Ownership Rules

AGENCY: Securities and Exchange Commission.